

**IN THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

JOHN B. BERRY TRUSTEE)

Plaintiff

CIVIL ACTION NO. H-05-1101

V

JURY

WPS, INC. ET AL

Defendants

**SUPPLEMENTAL PETITION FOR
APPLICATION FOR INJUNCTIVE RELIEF**

A. Parties

1. Plaintiff is John B. Berry, Trustee
2. Defendant is WPS, INC., a Louisiana Corporation and has answered herein.

B. Jurisdiction

3. The Court has jurisdiction of this case as originally filed, and this petition only adds a further count brought about by the recent devastation on the Gulf Coast .

C. Facts

4. Plaintiff sued and sues Defendant for breach of its written contract, for specific performance and attorneys fees. Plaintiff continues to assert such petition and cause of action, as previously plead, and without waiver of same. The necessity for this supplement is because of and brought about by the recent devastation on the Gulf Coast .

D. Request for Preliminary Injunction

5. Plaintiff will suffer irreparable harm if the defendant is not ordered a) to place the insurance proceeds paid or payable under any insurance policy for damages and losses to the assets which were to be sold to Plaintiff, as per the list attached to Plaintiff's Original Petition

arising from Hurricane Katrina and Rita into the registry of this court, or alternatively, b) be enjoined during the pendency of this lawsuit from selling, transferring or mortgaging the assets which were to be sold to Plaintiff, as per the list attached to Plaintiff's Original Petition, and/or c) spending, disposing of, encumbering, transferring out of this court's jurisdiction or otherwise utilizing the insurance proceeds paid or payable under any insurance policy for damages and losses arising from Hurricanes Katrina and Rita. Plaintiff needs such order because the injury is imminent, is irreparable, and plaintiff has no adequate remedy at law. {*Sampson v. Murray*, 415 U.S. 61, 88-90, 94 S.Ct. 937, 951-53 (1974); *Hoechst Diafoil Co. v. Nan Ya Plastics Corp.*, 174 F.3d 411, 417 (4th Cir. 1999)}

6. There is a substantial likelihood that plaintiff will prevail on the merits because the execution of the contract is not disputed. {*Doran v. Salem Inn, Inc.*, 422 U.S. 922, 931, 95 S.Ct. 2561, 2568 (1975); *U.S. v. Microsoft Corp.*, 147 F.3d 935, 943 (D.C. Cir. 1998); *DSC Comm. Corp. v. DGI Tech., Inc.*, 81 F.3d 597, 600 (5th Cir. 1996)}

7. The harm faced by plaintiff outweighs the harm that would be sustained by the defendant if the preliminary injunction were granted. Defendant is in the peculiar position that it is cashing out all of its assets due to insured damages and losses caused by Hurricanes Katrina and Rita {*Yakus v. U.S.*, 321 U.S. 414, 440, 64 S.Ct. 660, 675 (1944); *Johnson v. California State Bd. of Accountancy*, 72 F.3d 1427, 1430 (9th Cir. 1995)}

8. Issuance of a preliminary injunction would not adversely affect public interest and public policy because Plaintiff would have been the beneficiary under the insurance policies if the contract had not been breached by Defendant. The cash proceeds constitute a windfall and Plaintiff must be protected from defendant disposing of all of its assets. {*Davidoff & CIE, S.A. v. PLD Int'l Corp.*, 263 F.3d 1297, 1304 (11th Cir. 2001); *Hoechst Diafol*, 174 F.3d at 417)}

9. Plaintiff is willing to post a bond in the amount the court deems appropriate.

10. Plaintiff asks the court to set his application for preliminary injunction for hearing at the earliest possible time and, after hearing the request, issue a preliminary injunction against defendant.

E. Prayer

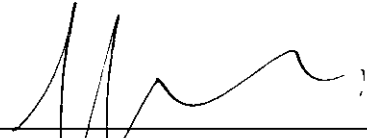
11. For these reasons, plaintiff asks that the court do the following:

a. That Defendant be ordered to place the insurance proceeds paid or payable under any insurance policy for damages and losses to the assets which were to be sold to Plaintiff, as per the list attached to Plaintiff's Original Petition arising from Hurricane Katrina and Rita into the registry of this court, or alternatively, b) be enjoined during the pendency of this lawsuit from selling, transferring or mortgaging the assets which were to be sold to Plaintiff, as per the list attached to Plaintiff's Original Petition, and/or c) spending, disposing of, encumbering,

transferring out of this courts jurisdiction or otherwise utilizing the insurance proceeds paid or payable under any insurance policy for damages and losses to the assets which were to be sold to Plaintiff, as per the list attached to Plaintiff's Original Petition arising from Hurricane Katrina and Rita . Plaintiff needs such order because the injury is imminent, is irreparable, and plaintiff has no adequate remedy at law.

- b. Enter judgment for plaintiff as per its pleading which this supplements.
- c. Award costs of court and attorneys fees.
- d. Grant any other relief it deems appropriate.

Respectfully Submitted:



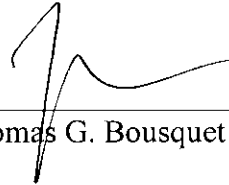
Thomas G. Bousquet
ATTORNEY AT LAW
Federal Court No. 3285
State Bar # 02717000
5718 Westheimer #700
Houston, Texas 77057
(832) 251-3501
(832) 242-5607(fax)
ATTORNEY FOR PLAINTIFF

BOUSQUET & JACKSON, P.C.

of counsel

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the above instrument has been served, pursuant to Federal Court Rules by First Class U.S. Mail, Return Receipt Requested, postage pre-paid and properly addressed, all as shown by the attached Service List , on this 11th day of Oct, 2005.

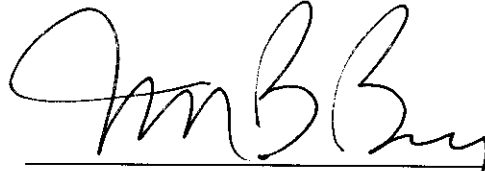


Thomas G. Bousquet

THE STATE OF TEXAS

COUNTY OF HARRIS

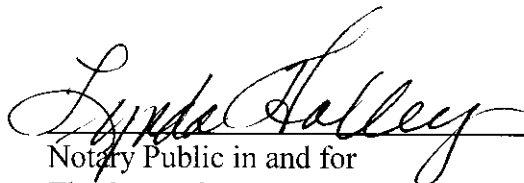
BEFORE ME, the undersigned authority, on this day personally appeared JOHN B. BERRY, who by me being duly sworn, did state upon his oath that he is the Plaintiff in the above entitled and numbered cause and, as such, has personal knowledge of the statements contained in this Supplemental Petition for Injunctive Relief and, specifically Paragraph 5 thereof, and the same are true and correct.



JOHN B. BERRY

SUBSCRIBED AND SWORN TO ME by the said JOHN B. BERRY on this 6th day of October, 2005.





Notary Public in and for
The State of Texas



ALLMERICA FINANCIAL*
CITIZENS INSURANCE*
HANOVER INSURANCE*

**BUSINESS AUTO POLICY
RENEWAL DECLARATIONS**

09

RENEWAL OF: ADO 6713483

COMPLEX

Policy Number	Policy Period		Coverage is Provided in the	Agency Code
	From	To		
AHO-6713483-01	05/05/2003	05/05/2004	HANOVER INSURANCE COMPANY	0400904

ITEM ONE: Named Insured and Address

W P S INC
4727 NW EVANGELINE THRUWAY
CARENCRO, LA 70520

Agent

Telephone: 504-834-2424
HIBERNIA INS AGENCY LLC
DBA HIBERNIA INSURANCE
PO BOX 6650
METAIRIE, LA 70009

Policy Period: Beginning and Ending at 12:01 a.m. Standard Time at the Location of the Described Premises.

Business Type: CORPORATION

In return for the payment of the premium, and subject to all of the terms of this policy, we agree with you to provide the insurance stated in this policy.

This policy consists of the following coverage parts for which a premium is indicated. Please refer to attached schedule(s). This premium may be subject to adjustment.

BUSINESS AUTOMOBILE COVERAGE \$ 37,355.00

TAXES, SURCHARGES AND FEES: \$ 0.00

TOTAL POLICY PREMIUM IS: \$ 37,355.00

Policy Forms, Endorsements and Optional Coverages Attached:

See Forms and Endorsements Schedule

Countersigned this _____ Day of _____

Authorized Representative

This Declaration Page with the Forms and Endorsements, if any, Complete the Policy.

Form 461-0164 (9-00)

Date Issued: 05/28/2003

ORIGINAL/INSURED

Payment Type: AGENCY BILL



ALLMERICA FINANCIAL*
CITIZENS INSURANCE*
HANOVER INSURANCE*

BUSINESS AUTO POLICY RENEWAL DECLARATIONS

09

RENEWAL OF: ADO 6713483

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Business Auto Forms and Endorsements Schedule

Form Number	Edition Date	Description
CA0001	1293	BUSINESS AUTO POLICY
IL0277	0702	LA CHANGES
IL0017	1198	COMMON POLICY CONDITIONS
IL0021	0498	NUCLEAR ENERGY
CA0178	0596	LA CHANGES
CA0103	0899	LOUISIANA CHANGES
3310075		SIGNATURE PAGE
CA9944	1293	LOSS PAYABLE CLAUSE
CA9903	1293	AUTO MEDICAL PAYMENT COVERAGE
CA2148	1297	LA UNINSURED MOTORIST
4610155	0997	BUSINESS AUTO BROADENING
4610159	0898	LA UNINSURED MOTORIST NOTICE
CA2001	1293	ADDITIONAL INSURED



ALLMERICA FINANCIAL®
CITIZENS INSURANCE®
HANOVER INSURANCE®

BUSINESS AUTO POLICY RENEWAL DECLARATIONS

09

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CARENCRO, LA 70520

Agent

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HIBERNIA INS AGENCY LLC
DBA HIBERNIA INSURANCE
PO BOX 6650
METAIRIE, LA 70009

ITEM TWO: SCHEDULE OF COVERAGE AND COVERED AUTOS

This policy provides only those coverages where a charge is shown in the premium column below. Each of these coverages will apply only to those "autos" shown as covered "autos." "Autos" are shown as covered "autos" for a particular coverage by the entry of one or more of the symbols from the COVERED AUTOS Section of the Business Auto Coverage Form next to the name of the coverage.

COVERAGES	COVERED AUTOS	LIMIT THE MOST WE WILL PAY FOR ANY ONE ACCIDENT OR LOSS	PREMIUM
LIABILITY	01	\$1,000,000 COMBINED SINGLE LIMIT	\$25,666
MEDICAL PAYMENTS	02	\$5,000	\$1,454
UNINSURED MOTORISTS*	01	\$1,000,000	\$3,473
PHYSICAL DAMAGE INS.		ACTUAL CASH VALUE OR COST OF REPAIR, WHICHEVER IS LESS, MINUS DEDUCTIBLE	
PHYSICAL DAMAGE COMPREHENSIVE COVERAGE	07	SEE ITEM THREE FOR DEDUCTIBLE FOR EACH COVERED AUTO FOR ALL LOSS. NO DEDUCTIBLE APPLIES TO LOSS BY FIRE OR LIGHTNING. SEE ITEM FOUR FOR HIRED OR BORROWED "AUTOS".	\$1,317
PHYSICAL DAMAGE COLLISION COVERAGE	07	SEE ITEM THREE FOR DEDUCTIBLE FOR EACH COVERED AUTO. SEE ITEM FOUR FOR HIRED OR BORROWED "AUTOS".	\$5,045
MISCELLANEOUS COV.		MISCELLANEOUS PREMIUM	\$400.00



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BUSINESS AUTO POLICY RENEWAL DECLARATIONS

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COVERAGES	COVERED AUTOS	LIMIT THE MOST WE WILL PAY FOR ANY ONE ACCIDENT OR LOSS	PREMIUM
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* FOR THE FOLLOWING STATES UNDERINSURED MOTORIST COVERAGE IS INCLUDED FOR THOSE COMMERCIAL AUTOS (VEHICLES #010-999) DESCRIBED IN ITEM THREE FOR WHICH A PREMIUM CHARGE IS SHOWN: LA

ESTIMATED TOTAL (ANNUAL) PREMIUM	\$37355.00
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**...xington Insurance Company
BOSTON, MASSACHUSETTS**

**COMMERCIAL GENERAL LIABILITY POLICY
DECLARATIONS**

Policy No.: 2946281

Renewal of: NEW

Item 1. Named Insured and Address: (No., Street, Town or City, County, State)

W P S, INC.
4727 NW EVANGELINE THRUWAY
CARENCRO LA 70520

Item 2. Policy Period: (Mo. Day Yr.) From: 05/05/03 to: 05/05/04

12:01 A.M., standard time at the address of the Named Insured in the State of Louisiana

The Named Insured is:

Business of the Named Insured is:
FABRICATION

In return for the payment of the premium, and subject to all the terms of the policy with you to provide the insurance as stated in this policy.

Item 3. Limits of Insurance

Each Occurrence Limit	\$ 1,000,000	
Fire Damage Limit	\$ 50,000	- Any one fire
Personal & Advertising Injury Limit	\$ 1,000,000	- Any person or organization
General Aggregate Limit	\$ 2,000,000	
Products-Completed Operations Aggregate Limit	\$ 1,000,000	

Item 4. Location of all premises owned by, rented to or controlled by the Named Insured: As per application on file with Company

Interest of Named Insured in such premises: As per application on file with Company

Part occupied by Named Insured: As per application on file with Company

Item 5. Premium

<u>Classification Description</u>	<u>Premium Basis</u>	<u>Rate</u>	<u>Advance Premium</u>
(AS PER SCHEDULE)			

Total Advance Premium for This Policy: \$112,934
Annual Minimum Premium for this Policy: \$112,934
Minimum Earned Premium at Inception for this Policy: \$39,527

Item 6. Audit Period: Annual

Item 7. Forms and Endorsements attached hereto: As per Schedule attached.

POLICY FEE \$3,000.00
INSPECTION FEE —
STATE TAX \$5796.70

Shaun E. Kelly

Authorized Representative OR
Countersignature (In states where applicable)

FORMS SCHEDULE

Named Insured: W P S, INC.

Policy No: 2946281

Effective Date: 05/05/2003

Form Number	Edition Date	Endorsement Number	Title
LX9104	07/97		CGL RATE SCHEDULE
LX9405	01/96		COMMERCIAL GL DEC PAGE
LX9406	01/96		G.L. COVERAGE FORM/OCC
LX9568	01/03	ENDT#001	ACCIDENT INSURANCE ENDORSEMENT
LEXOCC194	04/90	ENDT#002	DEDUCTIBLE LIAB-OCCURRENCE
LX9579	01/03	ENDT#003	DELETION OF TERRORISM EXCLS
LEXCME077	03/86	ENDT#004	MINIMUM EARNED PREMIUM
LEXOCC234	09/00	ENDT#005	WAIVER OF SUBROGATION BLANKET
LX9578	01/03	ENDT#006	WAR EXCLUSION
LX7100	02/02	ENDT#007	NUCLEAR ENERGY EXCL CU 21 23
LX9451	02/01	ENDT#008	TIME ELEMENT POLLUTION
		ENDT#009	BLANKET ADDITIONAL INSURED
		ENDT#010	GULF OF MEXICO ENDORSEMENT
		ENDT#011	IN REM
		ENDT#012	NON OWNED WATERCRAFT
		ENDT#013	UNDERGROUND RESOURCES & EQUIP.

THE HANOVER INSURANCE COMPANY

RENEWAL OF FHO 6703413

THE HANOVER INSURANCE COMPANY, 100 NORTH PARKWAY, WORCESTER, MA 01605

COMMERCIAL LINES POLICY
COMMON DECLARATIONS

CS

POLICY NUMBER	FROM	POLICY PERIOD	TO	COVERAGE IS PROVIDED IN THE	AGENCY CODE
FHO 6703413 01	05/05/03		05/05/04	THE HANOVER INSURANCE COMPANY	0400904
NAMED INSURED AND ADDRESS				AGENT	
W P S INC 4727 NW EVANGELINE THRUWAY CARENCRO LA 70520				HIBERNIA INS AGENCY LLC DBA HIBERNIA INSURANCE PO BOX 6650 METAIRIE, LA 70009	

POLICY PERIOD: FROM: MAY 05 2003 TO: MAY 05 2004 AT
12:01 A.M. STANDARD TIME AT YOUR MAILING ADDRESS SHOWN ABOVE.

BUSINESS DESCRIPTION: MACHINE SHOP

LEGAL ENTITY: CORPORATION

IN RETURN FOR THE PAYMENT OF THE PREMIUM, AND SUBJECT TO ALL THE TERMS OF THIS
POLICY, WE AGREE WITH YOU TO PROVIDE THE INSURANCE AS STATED IN THIS POLICY.

THIS POLICY CONSISTS OF THE FOLLOWING COVERAGE PARTS
FOR WHICH A PREMIUM IS INDICATED. THIS PREMIUM MAY
BE SUBJECT TO ADJUSTMENT.

	PREMIUM
COMMERCIAL PROPERTY COVERAGE	\$30,905.00
TOTAL PREMIUM:	\$30,905.00
PAYABLE AT INCEPTION:	\$30,905.00

FORMS APPLICABLE TO ALL COVERAGE PARTS: IL 02 77 7/02 IL 00 17 11/98
401-0079 5/93

COUNTERSIGNED _____ BY _____
(AUTHORIZED REPRESENTATIVE)

THESE DECLARATIONS TOGETHER WITH THE COMMON POLICY CONDITIONS, COVERAGE PART
COVERAGE FORM(S) AND FORMS AND ENDORSEMENTS, IF ANY, ISSUED TO FORM A PART
THEREOF, COMPLETE THE ABOVE NUMBERED POLICY.

FORM NO. 401-0023A 4/90

ISSUED 05/27/2003
AGENCY BILL

INSURED COPY PAGE 1

THE HANOVER INSURANCE COMPANY

RENEWAL OF FHO 6703413

THE HANOVER INSURANCE COMPANY, 100 NORTH PARKWAY, WORCESTER, MA 01605

POLICY SCHEDULE OF NAMES AND ADDRESSES

POLICY NUMBER	FROM	POLICY PERIOD TO	COVERAGE IS PROVIDED IN THE	AGENCY CODE
FHO 6703413 01	05/05/03	05/05/04	THE HANOVER INSURANCE COMPANY	0400904
NAMED INSURED AND ADDRESS			AGENT	
W P S INC 4727 NW EVANGELINE THRUWAY CARENCRO LA 70520			HIBERNIA INS AGENCY LLC DBA HIBERNIA INSURANCE PO BOX 6650 METAIRIE, LA 70009	

DESCRIPTION OF PREMISES COVERED

PREMISES 1
BUILDINGS 1-5
4727 NW EVANGELINE THRUWAY
CARENCRO LA
70520

PREMISES 2
BUILDINGS 1-4
4677 NW EVANGELINE THRUWAY
CARENCRO LA
70520

FORM NO. 401-0023A 4/90

ISSUED 05/27/2003

AGENCY BILL

INSURED COPY

PAGE 2

DECLARATIONS
UMBRELLA LIABILITY

Insuring Policy No. NEW

LEXINGTON
INSURANCE COMPANY
WILMINGTON, DELAWARE

POLICY NO 5640498

ADMINISTRATIVE OFFICES

200 State Street
Boston, Massachusetts 02109

ITEM 1.

Name of
InsuredW P S, INC.
4727 NW EVANGELINE THRUWAY

Address

(Street, Town
State

CARENCRO

LA 70520

A CAPITAL STOCK COMPANY

This Declaration Page, with policy provisions and endorsements, if any, issued to the above numbered Umbrella Liability Policy.

ITEM 2.

POLICY
PERIOD

From: 05/05/03

To: 05/05/04

(12:01 A.M. Standard Time at the address of the Insured stated above)

ITEM 3.

LIMIT
OF
LIABILITY

The limit of the Company's liability shall be as stated herein subject to all the terms, conditions and exclusions of the policy and any endorsement thereto.

(A) \$5,000,000 Single Limit any one occurrence Personal Injury or Property Damage Liability or any combination thereof

in excess of

POLICY FEE \$875.00

INSPECTION FEE

STATE TAX \$1293.75

(1) the amount covered, whether or not collectible, under the policy, as set out in the attached Schedule, or
(2) a Self Insured Retention of \$25,000 ultimate net loss in respect of each occurrence not covered by said underlying insurance.

(B) \$5,000,000 in the aggregate for the policy period in accordance with Insuring Agreement III

ITEM 4.

PREMIUM
COMPUTATION

Rating Basis

Estimated Exposure

Rate

Annual Minimum Premium

FLAT

FLAT

FLAT

\$25,000

Deposit Premium

Minimum Earned Premium
At Inception

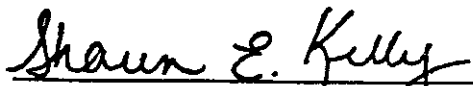
Audit Period

\$25,000

\$8,750

NOT AUDITABLE

Date of Issue _____


 Authorized Representative OR
 Countersignature (In states where applicable)
LEX-OCC-UMB-1(Ed.07/90)
LX0322

INSURED'S COPY


FORMS SCHEDULE

Named Insured: W P S, INC.

Policy No: 5640498

Effective Date: 05/05/2003

Form Number	Edition Date	Endorsement Number	Title
LEX-OCC-UMB-1	07/90		OCCURRENCE UMBRELLA DEC
LX0327	06/89		SCHEDULE OF UNDERLYING INS.
LEX-OCC-UMB-1T	07/94		OCC UMB TXT 1
LEXCME077	03/86	ENDT#001	MINIMUM EARNED PREMIUM
LEXOCC262	06/91	ENDT#002	SECURITIES/FINANCIAL INT EXCL.
LX9582	01/03	ENDT#003	TERRORISM RET LIMIT (OCCUMB1)
LX9578	01/03	ENDT#004	WAR EXCLUSION
LEXOCC271	03/92	ENDT#005	EMPLOY-RELATED PRACTICES EXCL
		ENDT#006	UNDERGROUND RESOURCES & EQUIP

SYM RWC	POLICY NUMBER C4 34 69 80 0	 ace usa	ACE AMERICAN INSURANCE COMPANY NCCI CARRIER CODE: 12165	
<input type="checkbox"/> New: <input checked="" type="checkbox"/> Renewal: <input type="checkbox"/> Rewrite of:				
SYM RWC	PREVIOUS POLICY NO. C43438360			

WORKERS' COMPENSATION AND EMPLOYERS LIABILITY INSURANCE POLICY	INFORMATION PAGE
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Item 1. **WPS, INC.**
 The **4677 NW EVANGELINE THRUWAY**
 Insured **CARENCRO** **LA 70520**

Inter/Intrastate Identification No.: 170771567
 FEIN #: 721337979

Mailing Address _____

Employer's Identification No.: _____

Other workplaces not shown above: **STATE OF LOUISIANA**

Item 2. Policy period from **05-05-2003** to **07-01-2003** 12:01 A.M., standard time at the insured's mailing address.

Item 3. A. Workers' Compensation Insurance: Part One of the policy applies to the Workers' Compensation Law of the states listed here **LOUISIANA**

B. Employers Liability Insurance: Part Two of the policy applies to work in each state listed in Item 3.A.

The limits of our liability under Part Two are:

Bodily Injury by Accident	\$ <u>1,000,000</u>	each accident
Bodily Injury by Disease	\$ <u>1,000,000</u>	policy limit
Bodily Injury by Disease	\$ <u>1,000,000</u>	each employee

C. Other States Insurance: Part Three of the policy applies to the states, if any, listed here: **ALL STATES EXCEPT ND, OH, WA, WV, WY AND STATES DESIGNATED IN ITEM 3.A**

Item 4. The premium for this policy will be determined by our Manual of Rules, Classifications, Rates and Rating Plans. All information required below is subject to verification and change by audit.

Classifications	Code No.	Premium Basis	Rate	Estimated Premium
		Estimated Total XXXXX Remuneration	Per \$100 of Remuneration	XXXXX PRORATED
MILLWRIGHT WORK NOC	3724F	30767	18.87	5806.
VESSELS - NOC - MARITIME - PROGRAM 1	7016	IF ANY	29.87	0.
BOILERMAKING	*3620	309379	9.48	29329.
MACHINE SHOPS NOC	3632	124031	5.68	7045.
SALESPERSONS, COLLECTORS, MESSENGERS - OUTSIDE	8742	65369	1.03	673.
CLERICAL OFFICE EMPLOYEES NOC	8810	232926	.51	1188.
WAIVER OF SUBROGATION	9115		5.0000%	2202.
EMPLOYERS' LIABILITY INCREASED LIMITS	9812		2.8000%	1233.
ADMIRALTY &/OR FELA COVERAGE - ADDITIONAL PREMIUM TO BALANCE TO MINIMUM PREMIUM	9849			23.

Minimum Premium \$ 0. If Indicated here, interim adjustments of premium will be made: <input type="checkbox"/> Semi-Annually <input type="checkbox"/> Quarterly <input type="checkbox"/> Monthly Deposit Premium \$ _____ This policy includes these endorsements and schedules: 000313 000403 000414 000420	Total Estimated Annual Premium \$ (PRORATED) (PAGE 1 CONTINUED) WC 000106A 000106A 000109A 000201A 000301A 000504A 000515 170303 170601D 170602A 990317 990318 990403 990635 999999D
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AGENCY NO. 272044 33-0837628 PRD PENHURST INSURANCE SERVICES 2481 CONGRESS STREET SAN DIEGO CA 92110	Countersigned By _____ (Authorized Agent) MARKETING OFFICE: PRODUCER 04-24-2003 PRD
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Workers' Compensation and Employers' Liability Policy

Named Insured WPS, INC. 4677 NW EVANGELINE THRUWAY CARENCRO LA 70520	Endorsement Number
Policy Period 05-05-2003 TO 07-01-2003	Policy Number Symbol: RWC Number: C43469800
Issued By (Name of Insurance Company) ACE AMERICAN INSURANCE COMPANY	Effective Date of Endorsement 05-05-2003

Insert the policy number. The remainder of the information is to be completed only when this endorsement is issued subsequent to the preparation of the policy.

**RETROSPECTIVE PREMIUM ENDORSEMENT
THREE YEAR PLAN**

This endorsement is added to Part Five (Premium) because you chose to have the cost of the insurance rated retrospectively. This endorsement explains the rating plan and how the retrospective premium will be determined.

This endorsement applies in the states listed in the Schedule. It determines the retrospective premium for the insurance provided during the rating plan period by this policy, any policy listed in the Schedule, and the renewals of each. The rating plan period is the three year period beginning with the effective date of this endorsement.

The amount of retrospective premium depends on five standard elements and two elective elements.

A. Retrospective Premium Standard Elements

The five standard elements are explained here.

1. Standard premium is the premium we would charge during the rating plan period if you had not chosen retrospective premium rating, but with two exceptions. Standard premium does not include the expense constant charge or the premium discount credit.
2. Basic premium is less than standard premium. It is standard premium multiplied by a percentage called the basic premium factor. The basic premium factor varies depending on the total amount of standard premium. The Schedule shows a range of basic premium factors for differing amounts of estimated standard premium. The actual basic premium factor will be determined after the standard premium is determined. If earned standard premium is not within the range of the estimated standard premiums shown in the Schedule, the basic premium will be recalculated.
3. Incurred losses are all amounts we pay or estimate we will pay for losses, interest on judgments, expenses to recover against third parties, and employers liability loss adjustment expenses.
4. A converted loss is an incurred loss multiplied by a percentage called the loss conversion factor. The loss conversion factor is shown in the Schedule.
5. Taxes are a part of the premium we collect. Taxes are determined as a percentage of basic premium and converted losses. The percentage is called the tax multiplier. It varies by state and by Federal and non-Federal classifications. The tax multipliers or an average tax multiplier are shown in the Schedule. Tax multipliers may change during the rating plan period. Changes will be shown by endorsement.

B. Retrospective Premium Elective Elements

Two other elements are included in retrospective premium if you elected to include them. They are the excess loss premium for the loss limitation and the retrospective development premium. They are explained here.

1. The election of a loss limitation means that the amount of incurred loss to be included in the retrospective premium is limited to an amount called the loss limitation. The loss limitation applies separately to each person who sustains bodily injury by disease and separately to all bodily injury arising out of any one accident.

The charge for this loss limitation is called the excess loss premium. Excess loss premium is a percentage of standard premium multiplied by the loss conversion factor. The percentage is called the excess loss premium factor. Taxes are added to excess loss premium just as they are for other elements of retrospective premium.

E. Work In Other States

If any of the policies provide insurance in a state not listed in the Table of States, and if you begin work in that state during the rating plan period, this endorsement will apply to that insurance if this rating plan applies in that state on an interstate basis. The retrospective premium standard elements, and the elective elements you chose, will be determined by our manuals for that state, and added to the Schedule by endorsement.

F. Cancellation and Nonrenewal

1. If any insurance subject to this endorsement is canceled or is not renewed, the effective date of cancellation or nonrenewal will become the end of the rating plan period for all insurance subject to this endorsement unless we agree with you, by endorsement, to continue the rating plan period.
2. If we cancel or do not renew for nonpayment of premium, the maximum retrospective premium will be based on the standard premium for the rating plan period, increased pro rata to three years (1095 days).
3. If you cancel or do not renew, the standard premium for the rating plan period will be increased by our short rate table and procedure. This short rate premium will be the minimum retrospective premium and will be used to determine the basic premium.

The short rate premium will be used to determine the excess loss premium and retrospective development premium if you chose these elective elements.

The maximum retrospective premium will be based on the standard premium for the rating plan period, increased pro rata to three years (1095 days).

4. Section F.3. will not apply if you cancel or do not renew because:
 - a. all work covered by the insurance is completed;
 - b. all interest in the business covered by the insurance is sold; or
 - c. you retire from all business covered by the insurance.

Workers' Compensation and Employers' Liability Policy

Named Insured WPS, INC. 4677 NW EVANGELINE THRUWAY CARENCRO LA 70520	Endorsement Number
Policy Period 05-05-2003 TO 07-01-2003	Policy Number Symbol: RWC Number: C43469800
Effective Date of Endorsement 05-05-2003	
Issued By (Name of Insurance Company) ACE AMERICAN INSURANCE COMPANY	
Insert the policy number. The remainder of the information is to be completed only when this endorsement is issued subsequent to the preparation of the policy.	

**RETROSPECTIVE PREMIUM ENDORSEMENT
FLEXIBILITY OPTIONS**

The Retrospective Premium Endorsement attached to the policy is changed by the information shown in the Schedule.

Schedule

1. Incurred losses are changed to include allocated loss adjustment expense in these states: _____
As per item 3 of the declarations page.
2. The correctly calculated basic premium factor for 100% of the estimated standard premium shall be used without linear interpolation, for each calculation of retrospective premium,
3. Each calculation of retrospective premium will use all loss information we have as of a date agreed to by you and us.

Authorized Agent

Workers' Compensation and Employers' Liability Policy

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Insert the policy number. The remainder of the information is to be completed only when this endorsement is issued subsequent to the preparation of the policy.	

LONGSHORE AND HARBOR WORKERS' COMPENSATION ACT COVERAGE ENDORSEMENT

This endorsement applies only to work subject to the Longshore and Harbor Workers' Compensation Act in a state shown in the Schedule. The policy applies to that work as though that state were listed in Item 3.A. of the Information Page.

General Section C. **Workers' Compensation Law** is replaced by the following:

C. Workers' Compensation Law

Workers' Compensation Law means the workers or workmen's compensation law and occupational disease law of each state or territory named in Item 3.A. of the Information Page and the Longshore and Harbor Workers' Compensation Act (33 USC Sections 901-950). It includes any amendments to those laws that are in effect during the policy period. It does not include any other federal workers or workmen's compensation law, other federal occupational disease law or the provisions of any law that provide nonoccupational disability benefits.

Part Two (Employers Liability Insurance), C. Exclusions, exclusion 8, does not apply to work subject to the Longshore and Harbor Workers' Compensation Act.

This endorsement does not apply to work subject to the Defense Base Act, the Outer Continental Shelf Lands Act, or the Nonappropriated Fund Instrumentalities Act.

ScheduleStateLongshore and Harbor Workers'
Compensation Act Coverage Percentage

LOUISIANA

2.750

The rates for classifications with code numbers not followed by the letter "F" are rates for work not ordinarily subject to the Longshore and Harbor Workers' Compensation Act. If this policy covers work under such classifications, and if the work is subject to the Longshore and Harbor Workers' Compensation Act, those non-F classification rates will be increased by the Longshore and Harbor Workers' Compensation Act Coverage Percentage shown in the Schedule.

Authorized Agent

Workers' Compensation and Employers' Liability Policy

Named Insured WPS, INC. 4677 NW EVANGELINE THRUWAY CARENCRO LA 70520		Endorsement Number
Policy Period 05-05-2003 TO 08-18-2003		Policy Number Symbol: RWC Number: C43469800
Issued By (Name of Insurance Company) ACE AMERICAN INSURANCE COMPANY		Effective Date of Endorsement 05-05-2003
Insert the policy number. The remainder of the information is to be completed only when this endorsement is issued subsequent to the preparation of the policy.		

POLICY INFORMATION PAGE ENDORSEMENT

The following item(s)

- | | |
|--|---|
| <input type="checkbox"/> Insured's Name (WC 89 06 01) | <input type="checkbox"/> Item 3.A. States (WC 89 06 11) |
| <input type="checkbox"/> Policy Number (WC 89 06 02) | <input type="checkbox"/> Item 3.B. Limits (WC 89 06 12) |
| <input type="checkbox"/> Effective Date (WC 89 06 03) | <input type="checkbox"/> Item 3.C. States (WC 89 06 13) |
| <input checked="" type="checkbox"/> Expiration Date (WC 89 06 04) | <input checked="" type="checkbox"/> Item 3.D. Endorsement Numbers (WC 89 06 14) |
| <input type="checkbox"/> Insured's Mailing Address (WC 89 06 05) | <input checked="" type="checkbox"/> Item 4. * Class, Rate, Other (WC 89 04 15) |
| <input type="checkbox"/> Experience Modification (WC 89 04 06) | <input type="checkbox"/> Audit Frequency (WC 89 04 16) |
| <input type="checkbox"/> Producer's Name (WC 89 06 07) | <input type="checkbox"/> Carrier Servicing Office (WC 89 06 17) |
| <input type="checkbox"/> Change in Workplace(s) of Insured (WC 89 06 08) | <input type="checkbox"/> Interstate/Intrastate Risk I.D. Number (WC 89 06 18) |
| <input type="checkbox"/> Insured's Legal Status (WC 89 06 10) | <input type="checkbox"/> Carrier Name and Number (WC 89 06 19) |

is changed to read:

IN CONSIDERATION OF ADDITIONAL PREMIUM OF \$37268.00
YOUR POLICY IS AMENDED AS PER ATTACHED SCHEDULE
(CHANGES ARE DENOTED BY AN "*")

EXPIRATION DATE OF POLICY IS AMENDED TO:
08-18-03

THE FOLLOWING ENDORSEMENT NUMBER(S) ARE ADDED/REVISED AND
BECOME PART OF THE POLICY:
990401

THE EMPLOYERS' LIABILITY INCREASED LIMITS
FOR THE STATE OF LA IS AMENDED TO 2.8000%

THE SCHEDULE RATING PLAN ADJUSTMENT - CREDIT
FOR THE STATE OF LA IS AMENDED TO 15.0000%

THE TERRORISM RISK INSURANCE ACT OF 2002 - CERTIFIED LOSSES
FOR THE STATE OF LA IS AMENDED TO .0300%

*See next page for Item 4. changes, if any.

POSTBAIII

(PAGE 1 LAST PAGE)

Workers' Compensation and Employers' Liability Policy

Named Insured WPS, INC. 4677 NW EVANGELINE THRUWAY CARENCRO LA 70520	Endorsement Number
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Insert the policy number. The remainder of the information is to be completed only when this endorsement is issued subsequent to the preparation of the policy.

POLICY INFORMATION PAGE ENDORSEMENT

ENDORSEMENT STATE: LOUISIANA

Classifications	Code No.	Premium Basis Total Estimated ANNUAL Remuneration	Rate Per \$100 of Remuneration	Estimated ANNUAL Premium
		PRORATED		PRORATED
FROM : 05-05-2003 TO : 08-18-2003				
CLERICAL OFFICE EMPLOYEES NOC	*8810	429074	.51	2188.
SALESPERSONS, COLLECTORS, MESSENGERS - OUTSIDE	*8742	120417	1.03	1240.
MACHINE SHOPS NOC	*3632	228478	5.68	12977.
BOILERMAKING	*3620	569910	9.48	54027.
VESSELS - NOC - MARITIME - PROGRAM	*7016F	IF ANY	29.87	0.
1 MILLWRIGHT WORK NOC	*3724F	56676	18.87	10695.
WAIVER OF SUBROGATION	*9115		5.00%	4056.
EMPLOYERS' LIABILITY INCREASED LIMITS	9812		2.80%	2272.
ADMIRALTY &/OR FELA COVERAGE - ADDITIONAL PREMIUM TO BALANCE TO MINIMUM PREMIUM	*9849			42.
PREMIUM SUBJECT TO EXPERIENCE MODIFICATION				87455.
EXPERIENCE RATED-INTRASTATE	*9898			1.090
PREMIUM ADJUSTED BY EXPERIENCE MODIFICATION				95326.
TO EQUAL MINIMUM PREMIUM	*0990			42.

Total Estimated Annual Premium \$
(PRORATED)

Minimum Premium \$

Deposit Premium \$

All other terms and conditions of this policy remain unchanged.

POSTBAIL

Workers' Compensation and Employers' Liability Policy

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Insert the policy number. The remainder of the information is to be completed only when this endorsement is issued subsequent to the preparation of the policy.	

POLICY INFORMATION PAGE ENDORSEMENT

ENDORSEMENT STATE: LOUISIANA

Classifications	Code No.	Premium Basis Total Estimated XXXX Remuneration	Rate Per \$100 of Remuneration	Estimated XXXX Premium
SCHEDULE RATING PLAN ADJUSTMENT - CREDIT	*9887	PRORATED	15.00%	PRORATED
ESTIMATED STANDARD PREMIUM				14305.CR
TERRORISM ACT	*9740	14045	.03	81105.
EXPENSE CONSTANT	*0900			421.
				25.

Total Estimated Annual Premium \$ 81551.
(PRORATED)

Minimum Premium \$ 1.

Deposit Premium \$

All other terms and conditions of this policy remain unchanged.

POSTBAIL